

Bylaws of the Association of Alberta Teachers of English as a Second Language (ATESL)

I. MEMBERSHIP

Terms under which a person may be admitted to the Association.

Any person interested in English as a Second Language education in Alberta may apply for membership. Membership fees will be assessed according to categories of membership established by the Board of Directors.

The Board has the discretion to accept or reject an application for membership in the Association that fails to meet the objectives of ATESL. The exercise of said discretion is subject to review at the Annual General Meeting of the members of the Association.

1. The membership fee for each class of members shall be determined by the Board of Directors and, from time to time, be subject to review by the members at the Annual General Meeting.
2. The Board of Directors shall determine the day in each year when the membership fees, if any, from each member shall be paid. This shall be subject to review by members at a meeting of the members of the Association.

Rights and Responsibilities of Members

3. All classes of membership shall have the rights of an Individual member. Members have the right to attend meetings. Members are responsible for behaving in accordance with the by-laws and objectives of the society.

II. TERMINATION OF MEMBERSHIP

Conditions under which membership in the Association ceases

1. Any member who desires to withdraw from membership in the association may notify the Board of Directors in writing to that effect and on receipt by the Board of Directors of such notice, the member shall cease to be a member.
2. A member shall cease to be a member if he fails to pay the annual membership fee on the due date.

Conditions under which a member may be expelled from the Association

3. Any member may be expelled from the Association – for not behaving in accordance with the by-laws and objectives of the society – by a special resolution of the members passed at a General Meeting called for that purpose.
4. At the meeting described in ARTICLE II, Clause 3, a member or delegate has the right to speak on his or her behalf.

III. MEETINGS OF MEMBERSHIP

Month of Annual General Meeting

1. The Annual Meeting shall be held at a place within the province on a day to be fixed by the Board of Directors.

Notice for General and Special Meetings

2. Every notice of an Annual or General or Special Meeting of the Association shall state the nature of the business of the meeting and such notice shall be given in writing to every member 21 days before such General or Special Meeting.

The Manner in which Notice is to be Given

3. Notice of Annual or General or Special Meeting shall be deemed to be given to every member if mailed by post or email or handed to every member. Failure of a member to receive notification of a meeting will not invalidate proceedings taken thereat.
4. The Board of Directors, or any two members of the Board of Directors, or ten percent (10%) of the membership, but in no case less than two members of the Association may call a Special Meeting of the Association for any purpose.
5. Any persons calling a meeting of the membership of the Association pursuant to ARTICLE III, Clause 4, shall be responsible for the administration and preparation of the meeting.
6. The rules of procedure at an Annual or General or Special Meeting shall be determined by the Board of Directors or in event of a disagreement, the Robert's Rules of Order shall determine the procedure at any such meeting.

Quorum for General and Special Meetings

7. A quorum for the transaction of business at any Annual or General or Special Meeting of the Association shall be ten percent (10%) of the membership as counted 14 days before the meeting is scheduled to take place.

Voting Rights of Members

8. All persons granted membership under ARTICLE I shall have voting rights.

IV. BOARD OF DIRECTORS AND OFFICERS

Board of Directors

1. The Board of Directors shall be composed of the following elected officers and appointees:
 - a) Elected Officers (hereinafter referred to as “the Executive”)
 - President
 - President-Elect
 - Past-President
 - Secretary
 - Treasurer
 - b) Specific Appointees
 - TESL Canada Representative
 - c) ATESL Local Chairpersons as per ARTICLE XI
 - d) Members-at-large and Accreditation Board Representative(s) as appointed by the Board as needed
2. The Executive of the Board of Directors shall be elected by the members of the Association either at the Annual General Meeting or by electronic votes, not both.
3.
 - a) Specific appointees shall be appointed by the Board of Directors.
 - b) The Board of Directors may, from time to time, appoint additional members to the board to assist with the work of the organization.
4. Any temporary vacancy in the Board of Directors may be filled by appointment by the Board of Directors with such appointee to hold office until the next General Meeting.

Duties and Powers of the Board of Directors

5. The management and the administration of the affairs of the Association shall be vested in the Board of Directors.

Meetings of the Board

6. Meetings of the Board of Directors shall have a quorum of 50% for their resolutions to be binding. Smaller meetings shall recommend but not decide.
7. A resolution in writing signed by all members of the Board shall be valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.

8. Meetings of the Board may be called by the President, two or more members of the Board or by a quorum (10%) of the membership of the Association.

Removal of Board Members

9. Members of the Board of Directors shall cease to hold office upon their ceasing to be members of the Association.
10. Five percent (5%) of the members, but in no case less than two members, can require Board members to call a Special Meeting of the Association for the purpose of removing any member of the Board of Directors and/or substituting a new member in that position. A majority of those present at the Special Meeting is required for removal of a Board Member.

Executive of the Association

11. The Executive of the Association shall consist of the President, President-Elect, Past-President, Secretary and Treasurer.

Tenure of Office

12. At the Annual General Meeting, the President-Elect shall be elected to hold office for three years and the Secretary and Treasurer shall be elected to hold office for two years. In the second year of this three-year term, the President-Elect shall become the President of the Association. In the third year, this person shall become Past-President.
In the event of the office of Secretary or Treasurer falling vacant during its term, the Board of Directors may appoint any member of the Association to fill such vacancy until the Annual General Meeting when such vacancy will be filled by election. In the event that the Presidency is vacated, then the President-Elect shall become the President.
In the event that there is no President-Elect to assume the Presidency, then the Annual General Meeting shall elect both a President and a President-Elect.
13. No person shall serve in the same office for more than four consecutive years.

Duties and Powers of Directors

14. The President shall be the presiding director of the Association, the Chairman of the Board and a member, ex-officio, of all committees appointed by the Board of Directors. S/He shall have general supervision of all matters and affairs of the Association. The President shall, as an alternate signer, have the same signing authority as the Secretary as described below in 1V.17.
15. The President-Elect shall generally assist the President and shall, in the event of the absence or disability of the President, perform his/her duties and possess his/her authority.

16. The Past-President shall assist the President and the President-Elect in those roles determined by the Board.
17. The Secretary shall have charge of all archives of the Association, shall prepare or cause to be prepared and preserved a record of all meetings of the Association and the Board of Directors and shall sign and execute all instruments in the name of the Association when authorized to do so by the Board of Directors. S/He shall be the legal custodian of all property of the Association.
18. The Treasurer shall have the care and custody of all monies of the Association and shall deposit, or cause to be deposited, same in such bank as shall be designated by the Board of Directors. S/He shall keep or cause to be kept a proper set of books of account of the Association and shall exhibit the same to the Board of Directors when required. S/He shall submit at the Annual Meeting a report of the accounts of the financial condition of the Association and of all monies received and expended by him/her. S/He shall arrange, or cause to be arranged, an annual audit of the Association and file an annual financial report with the Registrar of Companies in compliance with the Societies Act.
19. The signing officers of the association shall be the President, the Treasurer, the Business Manager and one other elected executive to be determined at the first board meeting after the Annual General Meeting. All cheques drawn on the funds of the Association must be signed by any two of the four signing officers.
20. The Board of Directors may appoint members-at-large to assume direction of some specific task on the Board's behalf, or, to represent a geographical area not represented by a local organization on the Board. (Appointments made by the Board are not to be considered as members-at-large unless specifically so stated.)
21. No member of the Board of Directors of the Association may receive remuneration for the performance of their duties.
22. All members of the Board of Directors as named shall have voting privileges at Board meetings, except when a position is represented by more than one person, only one vote will be taken.

V. BORROWING POWERS

1. The Board of Directors shall have the power to borrow or raise or secure the payment of money in such manner as the Association shall think fit and without limiting the foregoing. The Association may issue debentures or debenture stock perpetual or otherwise, charged upon all or any of the Association's present or future property and to purchase, redeem or pay off any such security; provided that debentures shall not be issued without the authority of a special resolution of the Association.

VI. AUDIT OF ACCOUNTS

1. The Board of Directors shall present before the members of the Association at the Annual General Meeting, a financial statement showing the income and expenditures, assets and liabilities of the Association during the preceding fiscal year. The said financial statement shall be signed by two or more members of the Board or by the Association's auditor. The books of the society must be audited once a year.

VIII. ALTERING BY-LAWS

1. In the future the by-laws can only be changed by a special resolution of the members, at any General, Special or Annual Meeting of the Association, and must be adopted by three-quarters majority vote of the members of the Association present at the meeting.
2. Notice to amend the By-laws and proposed amendments shall be given in writing at a meeting of the Association previous to the meeting at which such amendment is to be considered, or circulated to the members 21 days in advance of the meeting at which it is intended to be considered.
3. Any resolution or motion other than special resolutions of the members shall be deemed passed, if a majority of the members present vote in favour of such resolution or motion. Special resolutions require three quarters majority vote for adoption.

IX. MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS

1. The Board of Directors shall see that the minutes of the members' meetings and the minutes of the Board meetings, and all other necessary books and records of the Association required by the By-laws of the Association or by any applicable statute of law, are regularly and properly kept.

X. INSPECTION OF RECORDS OF THE ASSOCIATION

1. The books and records of the Association shall be open to inspection by the members at any reasonable time and place with seven days' notice to the President.

XI. BRANCHES OF ATESL

1. Provincial members within a given geographical area to be determined by the Board of Directors may apply for local association status within ATESL by making application to the Board of Directors, submitting eight (8) signatures of established members of the provincial association in support of the application.
2. Upon approval by the Board of Directors of a new local association, the provincial association may reimburse the group a portion of their annual membership fees. The Board has authority to determine the portion of fees designated for funding local activities.
3. Each local association, upon approval of the Board of Directors, will have the same rights and privileges, within its geographical area, as the provincial association, in accordance with and subject to the by-laws of this association and the Board of Directors.
4. Each local association shall have a local Executive, consisting of two Chairpersons, Secretary, Treasurer and whatever other officers are decided upon by the local Association and subject to ratification by the ATESL Board. The Secretary and Treasurer can be the same person. These officials shall be elected for a two-year term and no person shall be elected for more than two consecutive terms to any one office.
5. Each local association will submit an annual report to the Board one month prior to the Provincial Annual General Meeting.
6. In the event that any local association fails to maintain a membership of at least eight (8) members of ATESL, that association shall be deemed to have been dissolved and its status as a local association revoked as of the date of the meeting of the Board of Directors next following the date on which the said failure occurs, subject to any resolution of the Board of Directors.

XII. ATESL BURSARY

1. The Board of Directors shall have the power to award a bursary or bursaries annually to ATESL members who are interested in pursuing further studies in ESL.

2. Applications must be made in writing to the Secretary of ATESL. The Board of Directors shall set a deadline for applications and a schedule for determining and announcing results.
3. Selection of the bursary recipient will be based on the following:
 - a) length of ATESL membership
 - b) involvement with ESL at the local or provincial level
 - c) expected benefit to the ESL profession in Alberta
4. All members of ATESL are eligible to apply for the bursary, provided that
 - a) they have been a member of ATESL for at least two years
 - b) they have not received a bursary from ATESL in the past two years
 - c) their membership fees are paid in full
 - d) they plan to return to Alberta after their conference or course of study, if it is outside the provinceand provided that members of the Bursary Committee who have applied for the bursary withdraw from that particular application period. Two alternative members of the Bursary Committee are appointed at the same time that the Bursary Committee is appointed so that if a Bursary Committee member applies, others can step in.

XII. ATESL Conference Co-chairs

1. The Board will recruit and appoint Conference Co-chairs to oversee the planning of the ATESL Conference. The co-chairs are accountable to the Board to report regularly on the progress of their activities, and to obtain approval for all financial and contractual decisions.